

CORPORATE GOVERNANCE, ETHICS AND ENVIRONMENT COMMITTEE

MANDATE¹

In this mandate, the masculine gender is used solely for the sake of brevity and refers to both women and men.

1. CONSTITUTION AND COMPOSITION

To assist it in discharging its corporate governance, ethics and environment responsibilities, the Board of Directors of Énergir Inc. (the "**Board**") formed a corporate governance, ethics and environment committee (the "**Committee**") to which it appoints the members and the Chair. The Committee shall be composed of a minimum of three (3) directors, of which the majority are independent within the meaning of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* ("**Regulation 58-101**").

Unless approved by the Board upon recommendation of the Corporate Governance, Ethics and Environment Committee, a member of the Committee shall not receive any compensation from the Corporation² or any of its affiliates other than the compensation received as a director or member of a Board committee. Prohibited compensation includes, without limitation, fees paid, directly or indirectly, as a consultant or legal or financial advisor.

Committee members must have the relevant qualifications and experience to enable the Committee to make decisions on the appropriateness of the corporate governance, ethics and environmental policies and practices.

Members of the Committee shall be appointed annually by the Board upon recommendation of the Committee.

2. MEETINGS

Regular meetings, four (4) per year, shall be held on such dates, at such times and in such places as the Board may determine. Meetings shall be called by notice given to members by the Secretary or Assistant Secretary on behalf of the Chair of the Committee. Meetings may be held without notice provided the members consent. The presence of a member at the meeting shall constitute consent.

A special meeting may be called at any time by the Chair of the Committee, the Chair of the Board, the President and Chief Executive Officer of the Corporation or at the request of any member of the Committee. A special meeting may also be called by the Corporate Secretary responsible for enforcing the rules of ethics.

3. INVITEES

¹ Revision approved by the Board of Directors on December 15, 2022.

² For the purposes of this mandate, "Corporation" refers to Énergir Inc. and/or Énergir, L.P., depending on the context.

Other members of the Board may be invited to attend meetings of the Committee on a regular or occasional basis without being a member of the Committee or having voting rights.

The Chair of the Board, if not a member of the Committee, may participate in any meeting. Subject to certain exceptions, the Vice President, Sustainability, Public & Government Affairs, the Vice President, Operations and the Executive Director, Environment, EHS & Emergency Measures, and any other person upon invitation by the Chair of the Committee or a member of the Committee, shall be invited to participate in all or part of its meetings.

4. QUORUM

A quorum at meetings shall consist of a simple majority of the current members of the Committee.

5. CHAIR

The Chair of the Committee shall be appointed by the Board upon recommendation of the Committee. The Chair shall be an independent director within the meaning of Regulation 58-101. The Chair shall preside over Committee meetings and ensure the proper conduct of the work arising from its mandate. When the Committee Chair is unable to attend a meeting, a member of the Committee selected from among the members then present may act as Chair of the Committee.

6. GENERAL MANDATE

The Committee's mandate is to provide assurance to the Board that the Corporation maintains good corporate governance, ethics and environmental practices. In particular, it is responsible for reviewing and ensuring that the practices, priorities and organizational culture in these areas are aligned with the Corporation's strategic plan. It is responsible for reviewing the structure, composition, evaluation and operation of the Board and its committees. It shall ensure that strong values based on integrity and proper ethical conduct are instilled throughout the Corporation. It reviews the legal compliance of the Corporation and its subsidiaries, and without limiting the foregoing, ensures that the Corporation's operations comply with industry standards and standards imposed by environmental laws and regulations and with such incidents. It reviews the Corporation's strategy with respect to sustainable development, climate change and any emerging issues or trends that affect these topics.

The Chair of the Board shall ensure that the Committee has the human, material and financial resources necessary to carry out its mandate. If it deems it necessary, the Committee has the power to hire any outside advisor it deems necessary to carry out its duties and to set and pay his compensation.

7. SPECIFIC RESPONSIBILITIES

In terms of corporate governance, ethics and the environment, the Committee shall:

◆ Risk Management

- (a) reviewing from time to time reports from management of the Corporation with respect to the identification and analysis of the risks related to governance, ethics and environment, that may affect the Corporation, and ensuring that there are adequate risk management procedures, measures and systems in place to identify, manage and control these risks.

◆ **Corporate Governance Practices**

- (a) receive and review corporate governance strategies, best practices and trends and make recommendations to the Board as appropriate;
- (b) review the Corporation's approach to corporate governance practices and the implementation mechanisms thereof, including the adoption by the Board of corporate policies that have not been specifically delegated to another committee by the Board, monitor their implementation and update them with the President and Chief Executive Officer and the Corporate Secretary and submit its recommendations to the Board;
- (c) on a yearly basis review the Corporation's overall corporate policy picture;
- (d) recommend to the Board the overall profile of qualifications and experience sought on the Board for the selection of Board members;
- (e) determine and submit to the Board for approval the process for the recruitment of qualified persons to stand for election to the Board at a meeting of shareholders or for appointment by the Board to fill any vacancy on the Board;
- (f) develop the criteria to be considered for the selection of candidates for the position of director, in accordance with the *Policy for Recruiting and Renewing Directors of Énergir Inc.*;
- (g) propose to the Board, for recommendation to Noverco inc. ("**Noverco**"), the sole shareholder of the Corporation, the number of members on the Board and the number of members who are not related to Noverco;
- (h) consider for recommendation to the Board the nomination of a candidate proposed by Noverco to replace a director;
- (i) review the candidates submitted and verify the independence qualification of such persons;
- (j) establish procedures for the review of the background of persons eligible for appointment to the Board of Directors;
- (k) obtain, annually and as necessary, a report on the independence of each director within the meaning of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* and of *Regulation 52-110 respecting Audit Committees*;
- (l) recommend to the Board the names of the directors who will sit on the committees of the Board as well as the names of the directors who will chair the committees;
- (m) recommend to the Board the compensation of its members, committee members, committee Chairs and the Chair of the Board;
- (n) determine the approach for evaluating the effectiveness of the Board, its Committees and their Chairs and the factors to be considered in evaluating the Board and each of its members, its committees and their members, as well as those to be used to evaluate the Chair of the Board;

- (o) review and revise, in collaboration with the various committees, their performance and report thereon to the Board. If necessary, in collaboration with the various committees, prepare an action plan based on the results of the evaluation and follow up thereon;
- (p) every two (2) years, review and revise, in collaboration with the various committees of the Board, the adequacy of their mandates and submit its recommendations to the Board;
- (q) review from time to time matters addressed by the Board and the Committees, the quality of the documentation provided, the organization and the frequency of meetings, the quality of follow-up of decisions by management as well as the methods and the quality of the communications between the directors and management;
- (r) review the policy for reimbursement of expenses of Board members;
- (s) review the on-boarding process for new Board members and recommend to the Board what changes, if any, should be made;
- (t) develop, update and evaluate the effectiveness of the initial and continuing education for the members of the Board;
- (u) on a yearly basis, review the diversity on the Board and the impact of the steps taken towards achieving the objectives set forth by the Board, report to the Board and propose required adjustments, if any;
- (v) review the Articles and By-Laws of the Corporation from time to time and submit for consideration by the Board any recommendations for amendments;
- (w) review related-party transactions, particularly those with Noverco shareholders and their subsidiaries, as required;
- (x) review and decide on a request from a senior executive to sit on the board of an unrelated profit-oriented corporation;

◆ **Ethical and Legal Compliance Practices**

- (a) oversee and review the Corporation's approach (strategy, annual plan, communication approach, etc.) to ethics and make recommendations to the Board as appropriate;
- (b) review and evaluate on a periodic basis the effectiveness of management's ethics practices, discuss it with the President and Chief Executive Officer and the Corporate Secretary and report thereon to the Board;
- (c) review, for recommendation to the Board, any change to, and ensure compliance with, the *Code of Ethics*;
- (d) receive an annual report on the application of the Code of Ethics by directors and employees, including the receipt of the required acknowledgments of compliance with the *Code of Ethics*;

- (e) oversee procedures for the receipt, retention and treatment of all complaints and concerns received by the Corporation (directly or through the external reporting line) relating to ethics, and when referred thereto, investigate such complaints and concerns;
- (f) oversee and manage actual or potential conflicts of interest of officers and directors;
- (g) on an annual basis, obtain a report on the disclosure of outside positions and interests;
- (h) review the Corporation's *Policy on Reporting and Handling Public and Employee Complaints* and recommend the approval thereof to the Board;
- (i) review changes in legislation that may materially affect the Corporation and its subsidiaries and receive on an annual basis the report on compliance with legislation applicable to the Corporation and its subsidiaries;

◆ **Environmental Practices**

- (a) receive and review environmental strategies, best practices and trends and make recommendations to the Board as required;
- (b) review and monitor from time to time the environmental actions, targets, performance indicators and objectives included in the Corporation's ESG plan or identified by the Corporation;
- (c) receive a quarterly report on the Corporation's environmental performance to ensure that its operations comply with industry standards and the standards imposed by the relevant laws and regulations;

This report focuses on:

- (i) the Corporation's environmental vision, policies, strategies, best practices, trends and objectives;
 - (ii) the performance of the environmental management system;
 - (iii) the adequacy of the resources devoted to them;
 - (iv) the Corporation's compliance with environmental laws and regulations;
- (d) receive and review quarterly the cap-and-trade system report (CATS);
 - (e) as required, review the year's strategies, plan and priorities in relation to the Sustainability Report and the Climate Resiliency Report;
 - (f) receive and review the Sustainability Report and the Climate Resiliency Report and recommend their approval to the Board;
 - (g) review the Corporation's *Environmental Policy* and recommend the approval thereof to the Board;
 - (h) present periodic reports and make recommendations on significant environmental matters to the Board, or if it deems it is appropriate, to other committees of the Board;
 - (i) review any other reports received from management on significant environmental issues, questions, and trends;

◆ **Annual Information Form Statement**

- (a) review (i) the corporate governance and environmental sections to be included in the Corporation's Annual Information Form for approval by the Board and (ii) any recent corporate governance developments that may affect this statement;

◆ **Committee Performance Assessment and Work Plan**

- (a) evaluate and review the performance of the Committee and report to the Board. If necessary, the Committee shall prepare and follow up on an action plan to address the assessment results;
- (b) every two (2) years, review and revise the adequacy of its mandate and make its recommendations to the Board; and
- (c) prepare an annual work plan to be revised during the year as required.

8. OTHER MANDATES

The Committee shall carry out such other duties as may be assigned to it by the Board.

9. REPORTING

The Committee shall report to the Board at the Board meeting following its own meeting. The Chair of the Committee shall report verbally on items that are of immediate interest to the Board and submit the Committee's recommendations for approval by the Board. The Chair of the Committee shall also present, at least once a year, a report on the Committee's work in fulfilling its mandate and adhering to its annual work plan.

10. IN CAMERA SESSIONS

At each meeting, the Committee shall decide if it is necessary to deliberate without management.